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BY ECF

January 4, 2017

The Hon. Laura Taylor Swain
United States District Judge
United States District Court
500 Pearl Street
New York, NY 10007

Re: Universitas Education, LLC v. Nova Group, Inc., Case No. 11-1590-LTS-HBP (S.D.N.Y.)

Dear Judge Swain:

We represent Plaintiff/Judgment Creditor Universitas Education, LLC ("Universitas"), and write with respect to the Court's directive at the Order to Show Cause Hearing held on December 21, 2016 that Universitas submit a proposed order by December 30, 2016 and that any objections be submitted by January 6, 2017.

As directed, Universitas submitted a Notice of Presentment of Order and Proposed Order on December 29 (Dkt. 622). We have now attached a new Proposed Order, which incorporates comments by counsel for objectants The Penn Mutual Life Insurance Co. and Interested Party Gerald Williams, and has been approved by them. As such, we ask that the Court sign the attached Proposed Order into effect.

Respectfully submitted,

A handwritten signature in black ink, appearing to be "P. Colbath".

Paula K. Colbath
Partner

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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
UNIVERSITAS EDUCATION, LLC,

Judgment Creditor, :

-against- : Case Nos. 11 CV 1590-LTS-HBP and
11-8726-LTS

NOVA GROUP, INC., as trustee, sponsor and :
fiduciary of THE CHARTER OAK TRUST :
WELFARE BENEFIT PLAN, :

Judgment Debtor.
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[PROPOSED] ORDER

This matter having come before the Court on (i) Universitas Education, LLC's ("Universitas") Motion to Extend Duration of Restraining Notices Issued to Third Party Garnishees, (ii) The Penn Mutual Life Insurance Company's and Interested Party Gerald H. Williams' objections to Universitas' Motion, (iii) Williams' motion for attorneys' fees and sanctions against Universitas, and (iv) Universitas' motion for sanctions against Williams, NOW for the reasons stated below and on the record at the Order to Show Cause hearing held on December 21, 2016, and pursuant to Fed. R. Civ. P. 69(1)(1) and N.Y. C.P.L.R. § 5240, it is hereby ORDERED that:

1. Effective immediately, all restraining notices previously issued by Universitas to the following third-party garnishees are hereby EXTENDED and shall remain in full force and effect through and including **NOVEMBER 30, 2019**:

Lincoln Financial Group and Lincoln National Life Insurance Company; United Services Automobile Association; Webster Bank; People's United Bank; AXA Equitable Life Insurance/MONY Life Insurance; John Hancock Insurance; Sun Life Financial and Sun Life Assurance Co. of Canada; PHL Variable Insurance Co. and PHL Variable Life Insurance Co.; American National Insurance Company of New York; Benistar Admin Services, Inc.; Molly Carpenter; Donald Trudeau; Kathy Kehoe; Donna Wayne; Amanda Rossi; Ineke Murphy; Donna Dawson; Westcott & Associates; Matt Westcott; National Life Insurance Co. and Life Insurance Co. of the Southwest; the SADI Trust; Hanover Benefit Plans, LLC; Birch Hill Partners, LLC; Grist Mill Partners, LLC; Security Life of Denver Insurance Co.; Audit Risk Indemnity Association; Aviva Risk Indemnity Assoc.; MassMutual Financial Group and MassMutual Life Insurance Co.; American General Life Insurance Co.; Union Central Life Insurance Co.; Fidelity and Guaranty Life Insurance Co.; Transamerica Financial Life Insurance Company; Carpenter Charitable Remainder

Trust; TPG Group; Nova Benefit Plans; MetLife; Simsbury Bank and Trust Company; Seir Hill Partners, LLC; and Greyhound Partners, LLC; Benistar; Benistar 419 Plan & Trust; Benistar Admin Services Employee Stock Ownership Plan; Benistar Employer Services Trust Corporation; Benistar Group Ltd.; Boston Property Exchange Trust Company; BPETCO Litigation Group, Inc.; Caroline Financial Group, Inc.; Bestco Benefit Plans, LLC; Carpenter Group, Ltd.; American Fiduciary Services, Inc.; Grist Mill Revocable Trust; Perfect Rides LLC; Benefit Concepts, Inc.; Greenwich Bay Management, LLC; Greyhound Management, Inc.; Wormser, Kiely, Galef & Jacobs LLP; Foley & Lardner LLP; Asset Servicing Group; SDM Holdings, LLC; Ameritas Life Insurance; and The Penn Mutual Life Insurance Company.

2. All restraining notices issued by Universitas to third-party garnishees shall be effective against and apply to any property or assets in which any Judgment Debtor has an interest. The Judgment Debtors are as follows:

JUDGMENT DEBTORS:

- (1) Daniel E. Carpenter;
- (2) Nova Group, Inc.;
- (3) Grist Mill Trust Welfare Benefit Plan and any trustees and plan sponsors thereof insofar as they hold Grist Mill Trust assets;
- (4) Grist Mill Capital, LLC;
- (5) Grist Mill Holdings, LLC;
- (6) Carpenter Financial Group;
- (7) Avon Capital, LLC;
- (8) Phoenix Capital Management, LLC; and
- (9) Hanover Trust Company.

3. All restraining notices issued by Universitas to third-party garnishees shall be effective against and apply to any property or assets in which an adjudicated alter ego of the Judgment Debtor has an interest. The adjudicated alter egos of the Judgment Debtors are as follows:

ENTITIES ADJUDICATED AS ALTER EGOS OF A JUDGMENT DEBTOR:

- (1) Carpenter Financial Group, LLC;

- (2) Benistar Admin Services, Inc.;
 - (3) Benistar 419 Plan Services, Inc.;
 - (4) Benistar Employer Services Trust Corporation;
 - (5) Benistar, Ltd.;
 - (6) Benistar Ltd.;
 - (7) Benistar Property Exchange Trust Company, Inc.;
 - (8) Benistar Property Exchange Trust Company;
 - (9) Boston Property Exchange Trust Company;
 - (10) Boston Property Exchange Transfer Company;
 - (11) Boston Property Exchange Transfer Company, Inc.;
 - (12) Step Plan Services, Inc.; and
 - (13) U.S. Property Exchange.
4. Universitas (or its counsel) shall provide written notice to third-party garnishees to the extent additional entities (other than those set forth in paragraph 3 herein), have been or are, at a future date, adjudicated to be alter egos of any Judgment Debtor. Upon receipt of such written notice, the third-party garnishees shall add and include said entity to the list of alter ego entities enumerated above in paragraph 3 of this Order and any property or asset(s) of such alter ego entity shall be subject to the restraining notices.
5. Interested Party Gerald H. Williams' objections to Universitas' motion for extension of restraining notices and Williams' motion for attorneys' fees and sanctions against Universitas are both hereby denied. The Penn Mutual Life Insurance Company's objections to Universitas' motion for extension of restraining notices are hereby denied. Universitas' request for sanctions against Williams is hereby denied without prejudice.

SO ORDERED.

Dated: New York, New York
January ____, 2017